

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

**Southern District of Texas**

(State)

Case number (if known): \_\_\_\_\_

Chapter 11☐ Check if this is an amended filingOfficial Form 201**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/25

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name Sunnova TEP Developer, LLC

2. All other names debtor used in the last 8 years \_\_\_\_\_

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 84-2244893

4. Debtor's address

<b>Principal place of business</b>	<b>Mailing address, if different from principal place of business</b>
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20 East Greenway Plaza, Suite 540

Number Street

Number Street

P.O. Box

Houston, Texas 77046

City State Zip Code

City State Zip Code

**Location of principal assets, if different from principal place of business**

Harris County

County

Number Street

City State Zip Code

5. Debtor's website (URL) https://www.sunnova.com/

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: \_\_\_\_\_

Debtor Sunnova TEP Developer, LLC  
Name

Case number (if known) \_\_\_\_\_

**7. Describe debtor's business****A. Check One:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

**B. Check all that apply:**

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

**C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.**  
**2211 - Electric Power Generation, Transmission and Distribution**

**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check One:**

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,424,000 (amount subject to adjustment on 4/01/28 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No
- ☐ Yes.

District \_\_\_\_\_

District \_\_\_\_\_

When MM/DD/YYYY

When MM/DD/YYYY

Case number \_\_\_\_\_

Case number \_\_\_\_\_

If more than 2 cases, attach a separate list.

Debtor Sunnova TEP Developer, LLC  
Name

Case number (if known) \_\_\_\_\_

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**☒ No☐ Yes.

Debtor \_\_\_\_\_

Relationship \_\_\_\_\_

District \_\_\_\_\_

When \_\_\_\_\_

List all cases. If more than 1, attach a separate list.

Case number, if known \_\_\_\_\_

MM / DD / YYYY

**11. Why is the case filed in this district?***Check all that apply:*☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention? (Check all that apply.)**☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other \_\_\_\_\_**Where is the property?**

Number Street

City State Zip Code

**Is the property insured?**☐ No☐ Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information****13. Debtor's estimation of available funds***Check one:*☒ Funds will be available for distribution to unsecured creditors.☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.**14. Estimated number of creditors (on a consolidated basis)**☐ 1-49☐ 1,000-5,000☐ 25,001-50,000☐ 50-99☐ 5,001-10,000☐ 50,001-100,000☐ 100-199☐ 10,001-25,000☐ More than 100,000☒ 200-999

Debtor Sunnova TEP Developer, LLC  
Name

Case number (if known) \_\_\_\_\_

<b>15. Estimated assets (on a consolidated basis)</b>	<input type="checkbox"/>	\$0-\$50,000	<input type="checkbox"/>	\$1,000,001-\$10 million	<input type="checkbox"/>	\$500,000,001-\$1 billion
	<input type="checkbox"/>	\$50,001-\$100,000	<input type="checkbox"/>	\$10,000,001-\$50 million	<input type="checkbox"/>	\$1,000,000,001-\$10 billion
	<input type="checkbox"/>	\$100,001-\$500,000	<input type="checkbox"/>	\$50,000,001-\$100 million	<input type="checkbox"/>	\$10,000,000,001-\$50 billion
	<input type="checkbox"/>	\$500,001-\$1 million	<input checked="" type="checkbox"/>	\$100,000,001-\$500 million	<input type="checkbox"/>	More than \$50 billion

  

<b>16. Estimated liabilities (on a consolidated basis)</b>	<input type="checkbox"/>	\$0-\$50,000	<input type="checkbox"/>	\$1,000,001-\$10 million	<input type="checkbox"/>	\$500,000,001-\$1 billion
	<input type="checkbox"/>	\$50,001-\$100,000	<input type="checkbox"/>	\$10,000,001-\$50 million	<input type="checkbox"/>	\$1,000,000,001-\$10 billion
	<input type="checkbox"/>	\$100,001-\$500,000	<input type="checkbox"/>	\$50,000,001-\$100 million	<input type="checkbox"/>	\$10,000,000,001-\$50 billion
	<input type="checkbox"/>	\$500,001-\$1 million	<input checked="" type="checkbox"/>	\$100,000,001-\$500 million	<input type="checkbox"/>	More than \$50 billion

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**      The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.  
 I have been authorized to file this petition on behalf of the debtor.  
 I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 6/1/2025  
MM/DD/YYYY

**X** /s/ Ryan Omohundro  
Signature of authorized representative of debtor  
  
 Title Chief Restructuring Officer

Ryan Omohundro  
Printed name

**18. Signature of attorney**      **X** /s/ Jason G. Cohen      Date 6/1/2025  
Signature of attorney for debtor      MM/DD/YYYY

Jason G. Cohen  
Printed name

Bracewell LLP  
Firm name

711 Louisiana Street, Suite 2300  
Number      Street

Houston  
City

Texas  
State

77002  
ZIP Code

(713) 223-2300  
Contact phone

jason.cohen@bracewell.com  
Email address

24050435  
Bar number

Texas  
State

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:

SUNNOVA TEP DEVELOPER, LLC,

Debtor.

Chapter 11

Case No. 25-\_\_\_\_\_( )

## LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>

Equity Holder	Address of Equity Holder	Percentage of Equity Held
Sunnova TEP OpCo, LLC	20 East Greenway Plaza, Suite 540 Houston, Texas 77046	100%

<sup>1</sup> This list serves as the disclosure required to be made by the debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed indicate the record holder of such equity as of the date of commencement of the chapter 11 case.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

Fill in this information to identify the case and this filing:	
Debtor Name	<b>Sunnova TEP Developer, LLC</b>
United States Bankruptcy Court for the:	<b>Southern District of Texas</b>
	(State)
Case number (If known):	

**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration **List of Equity Security Holders and Corporate Ownership Statement**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

**6/1/2025**

MM/ DD/YYYY

☒ /s/ **Ryan Omohundro**

Signature of individual signing on behalf of debtor

**Ryan Omohundro**

Printed name

**Chief Restructuring Officer**

Position or relationship to debtor

UNANIMOUS WRITTEN CONSENT OF THE  
BOARDS OF DIRECTORS, MANAGERS, AND MEMBERS, AS APPLICABLE,  
OF EACH OF THE ENTITIES LISTED ON **SCHEDULE I** HERETO

June 1, 2025

Pursuant to the applicable laws of each jurisdiction in which each of the entities listed on **Schedule I** attached hereto (each, a “Company,” and collectively, the “Companies”) is organized or incorporated, as applicable, and the bylaws, limited liability company agreement, or such similar document of each Company (collectively, the “Governing Documents”), and in lieu of a special meeting, the undersigned, constituting all of the members of the board of directors, managers, or similar governing body of the Companies (each, an “Authorizing Body,” and collectively, the “Authorizing Bodies”), do unanimously consent to and adopt the following resolutions, which are attached hereto and incorporated herein in full by reference.

- A. Authorization to File Sunnova TEP Developer, LLC for Chapter 11 Relief

## RESOLUTION A

COMPANIES: As Listed on **Schedule I**

ITEM: Resolutions of the Authorizing Bodies

SUBJECT: Authorization to File Sunnova TEP Developer, LLC for Chapter 11 Relief

DATE: June 1, 2025

*Authorization to File Sunnova TEP Developer, LLC for Chapter 11 Relief*

WHEREAS, the Board of Sunnova Energy International Inc. (such Company, "SEI") and the board of directors thereof, the "SEI Board") previously deemed it advisable and in the best interests of SEI to evaluate SEI's capital structure, assets, liabilities, operations, liquidity, and general financial condition, and to consider, evaluate and negotiate transactions and/or other strategic alternatives for SEI and its stakeholders, including the possibility of undertaking a restructuring, reorganization, and/or other recapitalization transaction involving SEI and/or one or more of its subsidiaries and/or affiliates (any such transaction, a "Transaction") and to take such other actions with respect thereto;

WHEREAS, the SEI Board previously determined, in a sound exercise of its business judgment, that it is advisable and in the best interest of SEI and its stakeholders to establish a special committee of the SEI Board (the "Special Committee"), comprising disinterested directors Jeffrey S. Stein and Anthony Horton (collectively, the "Disinterested Directors"), and to delegate to the Special Committee certain rights, authority, and powers in connection with any matters in which a conflict of interest exists or is reasonably likely to exist between SEI, on the one hand, and any of its current or former directors, managers, officers, investment committee members, special or other committee members, equityholders (regardless of whether such interests are held directly or indirectly), affiliated investment funds or investment vehicles, managed accounts or funds, predecessors, participants, successors, assigns, subsidiaries, affiliates, partners, limited partners, general partners, principals, members, management companies, fund advisors or managers, employees, agents, trustees, advisory board members, financial advisors, attorneys (including any other attorneys or professionals retained by any current or former director or manager in his or her capacity as a director or manager of an entity), accountants, investment bankers, consultants, representatives, and other professionals and advisors of such person or entity, and any such person's or entity's respective heirs, assigns, executors, estates, and nominees (collectively, the "Related Parties"), on the other hand, as reasonably determined by the Special Committee (each, a "Conflicts Matter");

WHEREAS, the SEI Board delegated to the Special Committee the authority to investigate and determine, based on the advice of counsel to SEI and/or counsel to the Disinterested Directors or Special Committee, as applicable, and in the Special Committee's business judgment, whether any matter related to a Transaction constitutes a Conflicts Matter and that any such determination shall be binding on SEI;

WHEREAS, to the fullest extent permitted by applicable law, the SEI Board delegated to the Special Committee the exclusive authority to review, discuss, consider, negotiate, approve, authorize, and act upon any Conflicts Matter;

WHEREAS, the Special Committee has determined and reported to the SEI Board that, in the judgment of the Special Committee, to the extent the following resolutions and the actions, transactions and documentation contemplated thereby constitute Conflicts Matters, they are advisable and in the best interests of SEI, its stakeholders, its subsidiaries, its creditors and the other parties in interest, and has recommended approval of the same by the SEI Board;

WHEREAS, the Authorizing Bodies, having reviewed and considered the filing of a voluntary petition for relief for Sunnova TEP Developer, LLC (the "Filing Company" and such action, the "Bankruptcy Filing") under the Bankruptcy Code pursuant to applicable law and in accordance with the requirements of the Companies' Governing Documents and applicable law;

WHEREAS, the Authorizing Bodies have reviewed and considered the materials presented by the management of the Companies and the Companies' financial and legal advisors (collectively, the "Restructuring Advisors"), and have had adequate opportunity to consult such persons regarding the materials presented, obtain additional information, and to fully consider each of the strategic alternatives available to the Companies;

WHEREAS, the Authorizing Bodies have determined, in their business judgement, that the following Resolutions, and the Bankruptcy Filing contemplated therein, are advisable and in the best interests of the Companies, their creditors, their stakeholders, and other parties in interest;

NOW, THEREFORE, IT IS HEREBY RESOLVED, that, pursuant to the Governing Documents, the Authorizing Bodies do hereby unanimously adopt the following Resolutions; and it was further

#### *Chapter 11 Filing*

RESOLVED, that in the business judgment of the Authorizing Bodies, it is desirable and in the best interest of the Companies, their stakeholders, their creditors, and other parties in interest, that the Filing Company file or cause to be filed a voluntary petition for relief (the "Bankruptcy Petition") under the provisions of chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the "Bankruptcy Court"), and any other petition for relief or recognition or other order that may be desirable under applicable law in the United States, and, in accordance with the requirements in each Company's Governing Documents and the applicable laws of the jurisdiction in which such Company is organized, hereby consents to, authorizes and approves, the filing of the Bankruptcy Petition; and it was further

RESOLVED, that any directors or other duly appointed officers of the Companies (collectively, the "Authorized Persons"), which shall include the Chief Executive Officer,

Chief Financial Officer, General Counsel, any Executive Vice President, or any Senior Vice President, shall be, and each of them individually hereby is, authorized and directed for and on behalf of the Companies to take all actions (including, without limitation, to negotiate and execute any documents, certificates, supplemental agreements, and instruments) to act as signatory and attorney on behalf of the Companies in respect of the Bankruptcy Filing and/or any persons to whom such Authorized Persons delegate certain responsibilities, be, and hereby are, authorized to execute and file on behalf of the Companies all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, but not limited to, any action necessary or proper to maintain the ordinary course operations of the Companies' businesses; and it was further

#### *General Authorization*

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Persons, the Authorized Persons (and their designees and delegates), either individually or as otherwise required by each Company's Governing Documents and applicable law, be, and each of them hereby is, authorized to execute, acknowledge, deliver, and file any and all agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds and other documents on behalf of the Companies relating to the Bankruptcy Filing; and it was further

RESOLVED, that each of the Authorized Persons (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Companies, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Person's or Authorized Persons' absolute discretion, shall be necessary, appropriate, or desirable in order to fully carry out the intent and accomplish the purposes of the resolution adopted herein; and it was further

RESOLVED, that the Authorizing Bodies have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing Resolutions, as may be required by the Governing Documents of the Companies, or hereby waive any right to have received such notice; and it was further

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Companies, which acts would have been approved by the foregoing Resolutions except that such acts were taken before the adoption of these Resolutions, are hereby in all respects approved, confirmed and ratified as the true acts and deeds of the Companies with the same force and effect as if each such act, transaction, agreement, or certificate had been specifically authorized in advance by resolution of the Authorizing Bodies; and it was further

RESOLVED, that any Authorized Person (and their designees and delegates) be, and each of them hereby is, authorized to do all such other acts, deeds and other things

as the Companies itself may lawfully do, in accordance with their Governing Documents and applicable law, howsoever arising in connection with the matters above, or in furtherance of the intentions expressed in the foregoing Resolutions, including, but not limited to, the negotiation, finalization, execution and delivery of any other agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds and other documents whatsoever as the individual acting may in his/her absolute and unfettered discretion approve, deem or determine necessary, appropriate or advisable, such approval, deeming or determination to be conclusively evidenced by said individual taking such action or the execution thereof.

*[Remainder of Page Intentionally Blank]*

**Schedule I**

Sunnova TEP Developer, LLC

IN WITNESS WHEREOF, the undersigned have executed this unanimous written consent as of the date first set forth above. This unanimous written consent may be signed by facsimile or other electronic means, with any such signature being of the same force and effect as an original signature, and in multiple counterparts, all of which will constitute one document.

Sunnova TEP Developer, LLC

By: Sunnova TEP OpCo, LLC, its Sole Member

Signed by:

*Paul S. Mathews*

008F821C0CB09421

By: Paul S. Mathews  
Title: President, Chief Executive Officer